

RED MOUNTAIN MINING LTD
ACN 119 568 106
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10am (AWST)
DATE: Friday, 20 June 2025
PLACE: Unit 1/38 Colin Street
West Perth WA 6005

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5pm (AWST) on Wednesday, 18 June 2025..

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF CONVERTIBLE NOTES – TRANCHE 1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 240,000 Convertible Notes each with a face value of \$1.00 together with any Shares issued on conversion of the Convertible Notes to new and existing professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – RATIFICATION OF ISSUE OF CONVERTIBLE NOTES – TRANCHE 2

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 160,000 Convertible Notes each with a face value of \$1.00 together with any Shares issued on conversion of the Convertible Notes to new and existing professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE FREE OPTIONS IN CONNECTION WITH CONVERTIBLE NOTES PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 20,000,000 Options to new and existing professional and sophisticated investors who participated in the Convertible Note issue on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO XCEL CAPITAL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,000,000 Options to Xcel Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Dated: 21 May 2025

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolutions 1 and 2 – Ratification of Issue of Convertible Notes – Tranche 1 and Tranche 2	Professional and sophisticated investors (or their nominee/s) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to Issue Free Attaching Options in Connection with Convertible Notes Placement	Professional and sophisticated investors (or their nominee/s) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Approval to Issue Lead Manager Options to Xcel Capital	Xcel Capital (or its nominee/s) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by the time and in accordance with the instructions set out on the proxy form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6559 1792.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO THE CONVERTIBLE NOTES PLACEMENT

1.1 Convertible Notes Placement

As announced on 2 May 2025, the Company secured funding of approximately \$400,000 (before costs) through a placement of 400,000 convertible notes (**Convertible Notes**) to new and existing sophisticated and professional investors (**Convertible Notes Placement** or **Placement**). A summary of the terms and conditions of the Convertible Notes is set out in Schedule 1 below.

The Convertible Notes Placement is being undertaken in two tranches (**Tranche 1 and Tranche 2**). 240,000 Convertible Notes under Tranche 1 of the Placement were issued on 12 May 2025 pursuant to the Company's placement capacity under Listing Rule 7.1 (refer to the Company's application for quotation of securities released on 12 May 2025, ratification of which is sought pursuant to Resolution 1).

The Company intends to issue the Tranche 2 Convertible Notes on or around 13 June 2025, after the date of this Notice of Meeting, but prior to the date of the Meeting. As such, Resolution 2, seeks approval for the ratification of those 160,000 Convertible Notes to be issued prior to the Meeting.

Subject to Shareholder approval sought pursuant to Resolution 3, the Company has agreed to issue participants of the Placement up to 20,000,000 free attaching options on the basis of fifty (50) free attaching Options (exercisable at \$0.011 on or before the date that is three (3) years from the date of issue) for every one (1) Convertible Note that is subscribed for (**Placement Options**). The terms and conditions of the Placement Options are set out in Schedule 2.

1.2 Lead Manager Options

The Company has appointed Xcel Capital Pty Ltd (**Xcel Capital**) as lead manager (**Lead Manager**) to the Convertible Notes Placement. The Company has entered into a lead manager mandate with Xcel Capital, the terms of which are summarised below (**Lead Manager Mandate**).

The Company has agreed to pay/issue the Lead Manager (or its nominee/s):

- (a) a \$10,000 management fee;
- (b) a placement fee of 6% of the amount raised under the Convertible Note Placement; and
- (c) 8,000,000 Options (**Lead Manager Options**) on the terms set out in Schedule 2. The Company is seeking Shareholder approval to issue the Lead Manager Options pursuant to Resolution 4. The Lead Manager Options will be issued on the same terms as the Placement Options, set out in Schedule 2.

1.3 Use of Funds

The Company intends to apply the funds raised from the Placement (less expenses) to fund drilling at the Kiabye Gold Project, exploration at the Armidale-Antimony Gold Project and for general working capital purposes.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF ISSUE OF CONVERTIBLE NOTES – TRANCHE 1 AND TRANCHE 2

2.1 General

A summary of the Placement is set out in Section 1 above.

Resolutions 1 and 2 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 400,000 Convertible Notes to professional and sophisticated investors at an issue

price of \$1.00 per Convertible Note to raise \$400,000. The Convertible Notes were issued on the following dates:

- (a) 240,000 Convertible Notes on 12 May 2025, the subject of Resolution 1; and
- (b) 160,000 Convertible Notes to be issued on or around 13 June 2025, prior to the date of the Meeting. These are the subject of Resolution 2.

2.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If either of these Resolutions are not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1 (including the Shares issuable on conversion of the Convertible Notes at the Floor Price), effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Resolution 1 - Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>Professional and sophisticated investors who were identified through a bookbuild process, which involved Xcel Capital seeking expressions of interest to participate in the Convertible Notes Placement from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	<p>240,000 Convertible Notes were issued.</p> <p>The maximum number of Shares that will be issued under the Company's placement capacity upon conversion of the Convertible Notes is 40,000,000. This is calculated by dividing the total cash value of the Convertible Notes (\$240,000) by the Floor Price (\$0.006).</p>
Terms of Securities	<p>The Convertible Notes were issued on the terms set out in</p>

REQUIRED INFORMATION	DETAILS
	Schedule 1.
Date(s) on or by which the Securities were issued	12 May 2025.
Price or other consideration the Company received for the Securities	\$1.00 per Convertible Note.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

2.6 Resolution 2 - Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Xcel Capital seeking expressions of interest to participate in the Convertible Notes Placement from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	160,000 Convertible Notes will be issued. The maximum number of Shares that will be issued under the Company's placement capacity upon conversion of the Convertible Notes is 26,666,667. This is calculated by dividing the total cash value of the Convertible Notes (\$160,000) by the Floor Price (\$0.006).
Terms of Securities	The Convertible Notes will be issued on the terms set out in Schedule 1.
Date(s) on or by which the Securities were issued	On or around 13 June 2025, but in any event prior to the date of the Meeting.
Price or other consideration the Company received for the Securities	\$1.00 per Convertible Note.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.4 for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue will not breach Listing Rule 7.1.

3. RESOLUTION 3 – APPROVAL TO ISSUE FREE OPTIONS IN CONNECTION WITH CONVERTIBLE NOTES PLACEMENT

3.1 General

A summary of the Placement is set out in Section 1 above.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 20,000,000 free attaching Placement Options to professional and sophisticated investors in connection with the Convertible Notes Placement. The Options will be exercisable at \$0.011 each on or before the date that is three (3) years from the date of issue and otherwise on the terms and conditions set out in Schedule 2.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who will be identified through a bookbuild process, which will involve Xcel Capital seeking expressions of interest to participate in the Placement from non-related parties of the Company.
Number of Securities and class to be issued	20,000,000 free attaching Options will be issued in connection with the Convertible Notes Placement.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the free attaching Options as soon as practicable after the Meeting following completion of Tranche 2 of the Placement. In any event, the Company will not issue any free attaching Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Company will receive no upfront consideration for the Placement Options. Should all the Options be exercised, the Company will receive a total of \$220,000.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.4 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The free attaching Options are being issued under the Convertible Notes agreement, a summary of the material terms of which is set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO XCEL CAPITAL

A summary of the Placement is set out in Section 1 above.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 8,000,000 Lead Manager Options in consideration for Lead Manager services provided by Xcel Capital in connection with the Convertible Notes Placement. The Options will be on the same terms and conditions as the Placement Options as set out in Schedule 2.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.1 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and may have to renegotiate the Lead Manager Mandate with Xcel Capital.

4.2 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Xcel Capital seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	8,000,000 Options will be issued to the Lead Manager in connection with the Placement.
Terms of Securities	The Options will be issued on the same terms and conditions as the Placement Options (as set out in Schedule 2).
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for Lead Manager services provided by Xcel Capital in connection with the Convertible Notes Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out Section 1.2
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Red Mountain Mining Ltd (ACN 119 568 106).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement means the Convertible Notes Placement described in Section 1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Convertible Note (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – CONVERTIBLE NOTE TERMS

The terms and conditions of the Convertible Notes are set out below:

1.	Face Value of each Convertible Note	AUD\$1.00 (Face Value).
2.	Principal Amount	The Principal amount is the number of Convertible Notes subscribed for multiplied by AUD\$1.00 (Principal Amount).
3.	Number of Convertible Notes	A total of 400,000 Convertible Notes will be issued under Tranche 1 and 2 of the agreement.
4.	Term	<p>The Tranche 1 Convertible Notes will be issued on the Subscription Date and shall be converted or otherwise redeemed within 18 months of issue (Repayment Date).</p> <p>The Tranche 2 Convertible Notes will only be issued in early June 2025 after the Subscriber has received written notice from the Company about the date for payment of the Subscription Amount and after the Subscriber has paid the Subscription Amount for those Tranche 2 Convertible Notes and will otherwise be issued on the same terms and conditions as the Tranche 1 Notes.</p>
5.	No Quotation	The Convertible Notes will not be quoted on the Australian Securities Exchange (ASX) or any other financial market.
6.	Flooring Price	\$0.006.
7.	Ceiling Price	\$0.01.
8.	Conversion Price	<p>Each Convertible Note will be convertible into Shares at a conversion price equal to the higher of:</p> <p>(a) a 25% discount to the 5-day volume weighted average price of Shares traded on a business day, before the date a Conversion Notice is delivered to the Company; and</p> <p>(b) the Floor Price.</p> <p>Notwithstanding the above, the conversion price shall not exceed the Ceiling Price (Conversion Price).</p>
9.	Amend of Floor Price	If, on the Repayment Date, the Conversion Price as calculated under item 8 above would be below the Floor Price, the Company agrees that it will seek the approval of shareholders to convert the Convertible Notes at that price below the Floor Price. Where shareholders do not approve the conversion at a price lower than the Floor Price, conversion will occur at the Floor Price. In this instance the Repayment Date shall be deferred until after the date of the relevant general meeting of shareholders.
10.	Interest	<p>(a) Interest shall be payable on the Principal Amount from the Subscription Date until the Convertible Notes are either redeemed or converted into Shares at the rate of 10% per annum accruing daily from the Subscription Date and computed on a daily basis on a year of 365 days.</p> <p>(b) Interest will be payable in cash and on a quarterly basis in arrears, with the first interest payment to be made on 30 September 2025.</p>
11.	Automatic Conversion on Qualifying Equity	After the issue of the Convertible Notes, where the Company completing an equity capital raising or series of equity capital raisings within an 18 month period to raise not less than \$1

Raise	million in aggregate (Qualifying Equity Raise), the Convertible Notes will automatically convert into Shares in the Company at the price determined in item 8 above (subject to item 9). For the purpose of item 8, the conversion price shall be equal to the issue price of securities under the Qualifying Equity Raise, subject to the Floor Price or the Ceiling Price (if applicable).
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SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Options are set out below:

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.011 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm AWST on the date that is three years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	No change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Adjustment for bonus issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <p>(a) the number of Shares or other securities which must be issued on the exercise of an Option will be increased by the number of Shares or other securities which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and</p> <p>(b) no change will be made to the Exercise Price.</p>
13.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

For personal use only

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 18 June 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of RED MOUNTAIN MINING LIMITED, to be held at **10.00am (AWST) on Friday, 20 June 2025 at Unit 1/38 Colin Street West Perth WA 6005** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	RATIFICATION OF ISSUE OF CONVERTIBLE NOTES – TRANCHE 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	RATIFICATION OF ISSUE OF CONVERTIBLE NOTES – TRANCHE 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	APPROVAL TO ISSUE FREE OPTIONS IN CONNECTION WITH CONVERTIBLE NOTES PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	APPROVAL TO ISSUE LEAD MANAGER OPTIONS TO XCEL CAPITAL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		Date (DD/MM/YY)

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).